

Hearing Date: July 11, 2019 at 10:00 a.m. (ET)
Objection Deadline: July 3, 2019 at 4:00 p.m. (ET)

Timothy F. Nixon
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Counsel for Johnson Controls, Inc.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:	Chapter 11
SEARS HOLDINGS CORPORATION, et al.,	Case No. 18-23538 (RDD)
Debtors.	(Jointly Administered)

**NOTICE OF JOHNSON CONTROLS, INC.'S MOTION TO ALLOW
ADMINISTRATIVE EXPENSE AND REJECTION DAMAGES CLAIMS
RELATED TO SENSORMATIC SOFTWARE MAINTENANCE
CONTRACT**

PLEASE TAKE NOTICE that a hearing on the above-referenced motion dated May 24, 2019 of *Johnson Controls, Inc.'s to Allow Administrative Expense and Rejection Damages Claims Related to Sensormatic Software Maintenance Contract* (the "Motion") will be held before the Honorable Robert D. Drain, United States Bankruptcy Judge, at the United States Bankruptcy Court for the Southern District of New York, Courtroom 118, 300 Quarropas Street, White Plains, New York, 10601, on **July 11, 2019 at 10:00 a.m. (ET)** (the "Hearing").

PLEASE TAKE NOTICE that any objections to the Motion shall be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules for the

Bankruptcy Court, and shall be served in accordance with the *Amended Order Implementing Certain Notice and Case Management Procedures* [D.I. 405] (the “Amended Case Management Order”), so as to be filed and received **no later than July 3, 2019 at 4:00 p.m. (ET)** (the “Objection Deadline”).

PLEASE TAKE FURTHER NOTICE that if an objection to the Motion is not filed and served by the Objection Deadline, the relief requested shall be deemed unopposed, and the Bankruptcy Court may enter an order granting the relief sought without a hearing pursuant the Amended Case Management Order.

PLEASE TAKE FURTHER NOTICE that any objecting parties are required to attend the Hearing, and failure to appear may result in relief being granted upon default.

DATED: May 24, 2019

GODFREY & KAHN, S.C.

By: /s/ Timothy F. Nixon
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Green Bay, WI 54301-4298
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Attorneys for Johnson Controls, Inc

20670397.2

Hearing Date: July 11, 2019 at 10:00 a.m. (ET)
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SEARS HOLDINGS CORPORATION, et al.,	Case No. 18-23538 (RDD)
Debtors.	(Jointly Administered)

**JOHNSON CONTROLS, INC.’S MOTION TO ALLOW
ADMINISTRATIVE EXPENSE AND REJECTION DAMAGES CLAIMS
RELATED TO SENSORMATIC SOFTWARE MAINTENANCE
CONTRACT**

Johnson Controls, Inc. (“Johnson Controls” and, together with its affiliates, including, but not limited to Tyco Retail Solutions, Sensormatic Electronics, LLC and Sensormatic Electronics Corp., “JCI”), hereby submits this motion to allow administrative expense and rejection damages claims related only to the Sensormatic Software Maintenance Contract (the “Motion”) pursuant to the *Order Approving the Rejection of Certain Executory Contracts* [Docket No. 3465] (the “Rejection Order”). JCI seeks allowance of an administrative expense claim with respect to the

Sensormatic Software Maintenance Contract only¹ in the amount of \$161,136.00 pursuant to 11 U.S.C. § 503(b)(1) and a rejection damages claim in the same amount pursuant to 11 U.S.C. § 502(g)(1). In support of this Motion, JCI states as follows:

Background

1. The Court has jurisdiction over this Motion pursuant to 28 U.S.C. §§ 157 and 1334(b). This matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A) and (B). Venue is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409.

1. On October 15, 2018 (the “Filing Date”), the Debtors filed their petition for relief under Chapter 11 of the United States Bankruptcy Code (“Bankruptcy Code”).

2. Johnson Controls is a Wisconsin corporation that provides building control systems and services to certain of the above-referenced debtors (the “Debtors”) at various locations, pursuant to certain executory contracts among others between JCI and the Debtors.

3. JCI provided software maintenance services to the Debtors, including Sears Holdings Corporation and Sears Holdings Management Corporation, pursuant to a Sensormatic Software Maintenance Contract effective as of October 1, 2018 (the “Sensormatic Software Maintenance Contract”).

4. On May 1, 2019, the Court entered the Rejection Order granting the Debtors’ *Notice of Rejection of Executory Contracts* [Docket No. 3121] (the “Rejection Notice”) and, pursuant to the *Order (A) Authorizing Rejection of Certain Executory Contracts, (B) Approving Procedures for Rejection of Executory Contracts, and (C) Granting Related Relief* [Docket No.

¹ Johnson Controls and its affiliated entities have multiple executory contracts and associated administrative expense claims with one or more of the Debtors that are not among those identified in the Rejection Order and are not the subject of this Motion. JCI reserves all rights and remedies for all executory contracts and associated administrative expense claims except for those specifically addressed herein.

3044] (the “Rejection Procedures Order”), establishing a deadline for the filing of rejection damages claims for 30 days after entry of the Rejection Order.

5. The Rejection Procedures Order provides that the effective date of the rejection of the Sensormatic Software Maintenance Contract is the date of the filing of the Rejection Notice, April 10, 2019.

ADMINISTRATIVE EXPENSE CLAIM

6. An administrative expense claim is “a claim, cause of action, right, or other liability, or the portion thereof, that is entitled to priority under Bankruptcy Code sections 503(b) and 507(a)(2), including: (a) the actual and necessary costs and expenses incurred after the Petition Date of preserving the bankruptcy estate and/or in connection with operating the Debtors’ business (such as wages, salaries, or payments for goods and services); and (b) all fees and charges assessed against the Estates under 28 U.S.C. § 1930.”

7. JCI is owed at least \$161,136.00 arising from Debtors’ post-petition obligations under the Sensormatic Software Maintenance Contract, as itemized on the invoice attached as **Exhibit A**. Section 503(b)(1)(A) allows, as administrative expenses, “the actual, necessary costs and expenses of preserving the estate.” 11 U.S.C. 503(b)(1).

8. Because JCI’s \$161,136.00 claim arises from post-petition obligations under an executory contract before such contract was assumed or rejected, JCI is entitled to an administrative expense claim. *See* 11 U.S.C. § 503(b)(1)(A); *In re Ames Dept. Stores, Inc.*, 306 B.R. 43, 54-55 (Bankr. S.D.N.Y. 2004) (for an expense to be given administrative expense status, two elements must be satisfied: (1) expense must arise out of a transaction between the creditor and the bankruptcy’s trustee or debtor-in-possession, and (2) the creditor’s consideration for the

expense must be both supplied to and beneficial for the debtor in possession in the operation of the business).

9. Moreover, because JCI's claim derives from the actual and necessary costs and expenses incurred after the Petition Date in connection with operating the Debtors' business, JCI is entitled to an administrative expense claim. *See* 11 U.S.C. § 503(b)(1)(A).

REJECTION DAMAGES CLAIM

10. A party to an executory contract has a claim against the debtor when the debtor has rejected the contract. *See* 11 U.S.C. § 502(g).

11. Section 502(g)(1) provides that "a claim arising from the rejection, under section 365 of this title or a plan under chapter 9, 11, 12, or 13 of the title, of an executory contract or unexpired lease of the debtor that has not been assumed shall be determined, and shall be allowed under subsection (a), (b), or (c) of this section or disallowed under subsection (d) or (e) of this section, the same as if such claim had arisen before the filing of the petition."

12. As set forth in the Rejection Order, the contract between Sensormatic Electronics Corp.-695226 and Sears Holdings Management was deemed rejected. "Rejection gives rise to a remedy for breach of contract in the non-debtor party." *In re Genco Shipping & Trading Ltd.*, 550 B.R. 676, 680 (S.D.N.Y. 2015) (quoting *In re Lavigne*, 114 F.3d 379 (2d Cir. 1997)). The Sensormatic Software Maintenance Contract entitles JCI to an early termination charge as liquidated damages, which are owed by the Debtors, encompassed by the outstanding fees and charges for services rendered prior to the termination. The termination charges are included in the \$161,136.00 owed and as itemized on the attached **Exhibit A**.

WHEREFORE, JCI requests that it be allowed an administrative expense claim related to the Sensormatic Software Maintenance Contract in the amount of \$161,136.00 and a rejection damages claim and for such other relief as is just and equitable.

GODFREY & KAHN, S.C.

By: /s/ Timothy F. Nixon

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New York State Bar No. 4436390
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DATED: May 24, 2019

20669411.2

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920-432-9300
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Attorneys for Johnson Controls, Inc.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:	Chapter 11 Case No.
SEARS HOLDINGS CORPORATION, et al.,	18-23538 (RDD)
Debtors.	(Jointly Administered)

CERTIFICATE OF SERVICE

I, Timothy F. Nixon, hereby certify that on May 24, 2019, I caused true and correct copies of the following documents to be served (i) via CM/ECF electronic notice on all parties who receive such notice, (ii) upon the individuals and/or entities listed on the attached **2002 Master List – Email**, and upon the individuals listed on the attached **2002 Master List – First Class Mail** via first-class mail (international, if applicable), postage pre-paid:

- Notice of *Johnson Controls, Inc.’s motion to allow administrative expense and rejection damages claims related to Sensormatic software maintenance contract*; and
- *Johnson Controls, Inc.’s motion to allow administrative expense and rejection damages claims related to Sensormatic software maintenance contract.*

DATED: May 24, 2019

GODFREY & KAHN, S.C.

By: /s/ Timothy F. Nixon
Timothy F. Nixon
New York State Bar No. 4436390
200 South Washington Street, Suite 100
Green Bay, WI 54301-4298
920-432-9300
tnixon@gklaw.com
Attorneys for Johnson Controls, Inc

Exhibit A



BILL TO NO.	ACCOUNT NO.	CONTRACT	INVOICE DATE	INVOICE NO.
232996	232996		01-05-19	SLS2613391
ORIGINAL				Page: 1

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SEARS HOLDING
TYCO PO929271/aparibainv@searshc.com
333 BEVERLY RD.
HOFFMAN ESTATES, IL 60179

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SEARS HOLDING
TYCO PO929271/aparibainv@searshc.com
333 BEVERLY RD.
HOFFMAN ESTATES, IL 60179

ORDER NO.	ORDER DATE	P.O. NUMBER	PAYMENT TERMS	DUE DATE
546816	01-04-19	929271	Net 60	03-06-19
CARRIER		SHIP DATE	CALLED IN BY	CASE #
SURFACE - Fed Ground		01-04-19	BRIAN HANNAN	
				CLOSED

QUANTITY	PRODUCT CODE	DESCRIPTION	UNIT PRICE	EXTENDED PRICE
1.00	TV-MAINT	TrueVUE Annual Software Maint	126,136.00	126,136.00
1.00	PS-RFID	Professional Services (RFID) SW MAINTENANCE FOR UP TO 225 SEARD RFID STORES TERMS 10/1/18 - 9/30/19	35,000.00	35,000.00

MAINTENANCE	INSTALLATION	SHIPPING & HANDLING	SUBTOTAL	161,136.00
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Sensormatic Electronics Corp.
P.O. Box 281021
Atlanta, GA 30384-1021

GROSS AMOUNT	161,136.00
SALES TAX	10,071.00
NET AMOUNT	171,207.00
ADVANCE PAYMENT	
TOTAL AMOUNT DUE	171,207.00

TO INSURE PROPER CREDIT TO YOUR ACCOUNT(S) PLEASE REFER TO INVOICE NO.		SLS2613391
ACCOUNT INQUIRIES	EQUIPMENT REPAIR	EQUIPMENT SALES
1-866-203-1749	1-800-241-6678	1-800-241-6678

2002 Master List – Email

In re: Sears Holdings Corporation, et al.

Master Service List

Case No. 18-23538 (RDD)

DESCRIPTION	NAME	NOTICE NAME	EMAIL
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Proposed Counsel to Official Committee of Unsecured Creditors of Sears Holdings Corporation, et al.	Akin Gump Strauss Hauer & Feld LLP	Attn: Ira S. Dizengoff, Philip C. Dublin, Abid Qureshi, Sara L. Brauner	idizengoff@akingump.com pdublin@akingump.com aqureshi@akingump.com sbrauner@akingump.com
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and U.S. Bank, National Association as Trustee, Successor-in-interest to Bank of America, N.A., as Trustee, Successor-by-merger to LaSalle Bank National Association, as Trustee for Morgan Stanley Capital I Inc., Commercial Mortgage Pass-Through Certificates, Series 2005-IQ9	Aronauer & Yudell, LLP	Attn: Joseph Aronauer, Esq.	jaronauer@ayllp.com
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Counsel to American Greetings Corporation	Baker & Hostetler LLP	Attn: Ferve Khan	fkhan@bakerlaw.com
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In re: Sears Holdings Corporation, et al.

Master Service List

Case No. 18-23538 (RDD)

DESCRIPTION	NAME	NOTICE NAME	EMAIL
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In re: Sears Holdings Corporation, et al.

Master Service List

Case No. 18-23538 (RDD)

DESCRIPTION	NAME	NOTICE NAME	EMAIL
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Counsel for Epicor Software Corporation f/k/a Activant Solutions, Inc., and Milton Manufacturing, LLC	Clark Hill PLC	Attn: Steven M. Richman, Nola R. Bencze	srichman@clarkhill.com nbencze@clarkhill.com
Counsel to Epicor Software Corporation f/k/a Activant Solutions, Inc.	Clark Hill Strasburger	Attn: Duane J. Brescia	duane.brescia@clarkhillstrasburger.com
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In re: Sears Holdings Corporation, et al.

Master Service List

Case No. 18-23538 (RDD)

DESCRIPTION	NAME	NOTICE NAME	EMAIL
Counsel for Edward S. Lampert, ESL Investments, Inc., RBS Partners LP, CRK Partners LLC, SPE Master I L.P., ESL Partners L.P., SPE I Partners L.P., RBS Investment Management LLC, ESL Institutional Partners L.P., ESL Investors, L.L.C., JPP LLC, and JPP II LLC (collectively, the "ESL Defendants")	Wilmer Cutler Pickering Hale and Dorr LLP	Attn: Philip D. Anker & Noah A. Levine	philip.anker@wilmerhale.com noah.levine@wilmerhale.com
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Counsel to Wilmington Trust, National Association, as indenture trustee and collateral agent	Wilmington Trust, National Association	Attn: Steven Cimalore, Vice President	scimalore@wilmingtontrust.com
Counsel to Putnam County and Tomra/RSI, LLC	Wilson, Elser, Moskowitz, Edelman & Dicker LLP	Attn: David L. Tillem	david.tillem@wilsonelser.com
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Counsel to Wolf Family Series LP d/b/a Series III, Ontario Enterprises of the Wolf Family Series LP	Wolf, Rifkin, Shapiro, Schulman & Rabkin, LLP	Attn: Simon Aron	saron@wrslawyers.com
Counsel to Movant Mario Aliano	Zimmerman Law Offices, P.C.	Attn: Thomas A. Zimmerman, Jr.	tom@attorneyzim.com

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DESCRIPTION	NAME	NOTICE NAME	ADDRESS 1	ADDRESS 2	CITY	STATE	ZIP	COUNTRY
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BST International Fashion Ltd.	BST International Fashion Ltd.	Attn: A.R. Shrinivasan	Managing Director	39 Wang Kwong Rd, Ste 2301B, Skyline Tower, Kowloon Bay	Kowloon			Hong Kong
United States Bankruptcy Court for the Southern District of New York	Chambers of Honorable Robert D. Drain	Sears Chambers Copy	US Bankruptcy Court SDNY	300 Quarropas Street, Room 248	White Plains	NY	10601	
Counsel to Movant Bayview Loan Servicing, LLC, as servicer for The Bank of New York Mellon FKA the Bank of New York, as Trustee (CWALT 2007-HY4)	Fein, Such & Crane, LLP	Attn: Tammy L. Terrell Benoza, Esq.	1400 Old Country Road	Suite C103	Westbury	NY	11590	
Counsel to Movant Bayview Loan Servicing, LLC, as servicer for The Bank of New York Mellon FKA the Bank of New York, as Trustee (CWALT 2007-HY4)	Fein, Such & Crane, LLP	Attn: Tammy L. Terrell Benoza, Esq.	7 Century Drive	Suite 201	Parsippany	NJ	07054	
Counsel to Select Portfolio Servicing, Inc. as servicer for U.S. Bank National Association, as Trustee, in trust for the registered holders of Citigroup Mortgage Loan Trust 2007-AHL2, Asset-Backed Pass-Through Certificates, Series 2007-AHL2, Mortgage Pass-Through Certificates	Frenkel, Lambert, Weiss, Weisman & Gordon, LLP	Attn: Michelle C. Marans, Esq.	53 Gibson Street		Bay Shore	NY	11706	
Counsel to Aransas County, Bee County, Jim Wells CAD, Nueces County, City of Harlingen, Hidalgo County, Victoria County, Blanco CAD, Harlingen CISD, Cameron County	Linebarger Goggan Blair & Sampson, LLP	Attn: Diane Wade Sanders	P.O. Box 17428		Austin	TX	78760	
Counsel to Cyrus Capital Partners, L.P.	Milbank, Tweed, Hadley & McCloy LLP	Attn: Andrew M. Leblanc	1850 K Street, NW	Suite 1100	Washington	DC	20006	
Counsel to Creditor Hudson Concourse, LLC	Montee & Associates	Attn: Kevin P. Montee, Esq.	1250-I Newell Ave.	Suite 149	Walnut Creek	CA	94596	
Counsel to Ohio Department of Taxation	Ohio Department of Taxation	Attn: Office of the Ohio Attorney General	1600 Carew Tower	441 Vine Street	Cincinnati	OH	45202	
Debtors	Sears Holding Corporation	Attn: Stephen Sitley Esq., Luke J. Valentino, Esq., Rob Riecker	3333 Beverly Road		Hoffman Estates	IL	60179	
Successor Trustee for the SRAC Unsecured PIK Notes, SRAC Unsecured Notes, and the SRAC Medium Term Notes	The Bank of New York Mellon Trust Company	Attn: Corporate Trust Administration	101 Barclay St., Floor 8W		New York	NY	10286	
Indenture Trustee for the Second Lien Notes	Wilmington Trust, National Association	Attn: Sears Holdings Corp. Administrator	Corporate Capital Markets	50 South Sixth Street, Suite 1290	Minneapolis	MN	55402	
Counsel to Eastview Mall, LLC, Greece Ridge, LLC & The Marketpalce	Wilmore Management Group LLC	Attn: Donald C. Cowan, Jr.	1265 Scottsville Road		Rochester	NY	14624	